SEC 1972 Potential persons who are to respond to the collection of information contained in this form are (6-02) not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

02062702

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

jy p d **200**2

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response...1

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY				
Prefix		Serial		
DAT	E RECEI	VED		

Name of Offering ([] check if this is an amendment and name has changed, and	indicate change.)
BUGEATER FILMS, L.P.	
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 Rule 506	[] Section 4(6) [] ULOE
Type of Filing: New Filing [] Amendment	PROCESSED
A. BASIC IDENTIFICATION DATA	0CT 28 2002 THOMSON
Enter the information requested about the issuer	FINANCIAL
Name of Issuer ([] check if this is an amendment and name has changed, and BUG-SATER FILMS, 4-P.	indiciate change.)
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area

MENTONE AUE, CULUER CITY, CA 90232 (310)899-2569

Code)

Address of Principal Busine Code) (if different from Executive Code)	•
Brief Description of Busine Limited partnershi	ss ip formed for the purpose of naking a full length motion pictor
Type of Business Organiza	ation
[] corporation	[] limited partnership, already formed [] other (please specify):
[] business trust	[X] limited partnership, to be formed
	Month Year
Actual or Estimated Date of	of Incorporation or Organization: [1]0] [0]2] [X] Actual [] Estimated
Jurisdiction of Incorporatio	n or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
	CN for Canada: FN for other foreign jurisdiction) (C11A)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[] Executive Officer	[] Director [X	General and/or Managing Partner
Full Name (Last name	first, if individual)	त्र स्वतिक विशेष्टिक प्राप्त स्वतिक विशेष्ट क्षित्र क्षेत्र क्षेत्र क्षेत्र क्षेत्र क्षेत्र क्षेत्र क्षेत्र क्	रामा च न्यानिकाम् प्राथमिकारे त्यां स्थापिकारे स्थापिकारे विकास स्थापिकारे स्थापिकारे स्थापिकारे स्थापिकारे स्	र्व राज्य करिकेत विकास के राज्य करिकेत विकास करिकेत विकास के स्वतंत्र के उन्हों है है जिस करिक विकास करिक स्वत	ынтвастик 7 мм этомпадолен этому яво нтома може этому болчтам «Тико» подолен этому в него засоче
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Full Name (Last name	first, if individual)	ang tagan di disebuah di didak salah s	and the state of t		очестова и междо Солония, продовия задавае с на структова и садавля на веней наподного в подобравания (инверга
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		B. INFORM	ATION	ABOUT OF	FERIN	G		
1. Has the issuer sold offering?							Yes No	
2. What is the minimu	Answer also ir um investment that			_			\$5,000	
3. Does the offering p		·		-			Yes No	
4. Enter the information or indirectly, any commute sales of securities a broker or dealer regular broker or dealer. If motor or dealer, you	mission or similar r s in the offering. If a pistered with the SE ore than five (5) per	emuneration to be C and/or with sons to be list	or solice listed a state ed are	itation of pui is an associa or states, li associated p	rchase ated pe st the r persons	rs in connec erson or age name of the	tion	

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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Aiready Sold
Debt	\$ _ O	\$ 0
Equity	\$ 0	\$ 0
[] Common [] Preferred		
Convertible Securities (including warrants)	\$ <u> </u>	\$ <u></u>
Partnership Interests	\$ 300,000	\$ 20,000
Other (Specify).	\$ 0	\$ 0
Total	\$ 300,000	\$ 20,000
Answer also in Appendix, Column 3, if filing under ULOE.		-

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Accredited Investors	Number Investors	Dollar Amount of Purchases
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under $\underline{\text{Rule }504}$ or $\underline{505}$, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security Dollar Amo	unt
Rule 505	\$_ <i>O</i>	
Regulation A	\$ O	
Rule 504	\$_0	

Aggregate

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4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]\$_	
Printing and Engraving Costs	[]\$_	100
Legal Fees	[]\$	0
Accounting Fees	[]\$	0
Engineering Fees	[]\$	0
Sales Commissions (specify finders' fees separately)	[]\$_	0
Other Expenses (identify) Filings, Fees, Misc.	[]\$_	500
Total		

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 299,400

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Salaries and fees
Purchase of real estate
Purchase, rental or leasing and installation of machinery and equipment
Construction or leasing of plant buildings and facilities
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)
Repayment of indebtedness
Working capital
Other (specify):
Column Totals
Total Payments Listed (column totals added)

Payments	
to	
	Payments
Directors, &	
Affiliates	Others
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D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Signature

Buggeater Films L. P.

Name of Signer (Print or Type)

Title of Signer (Print or Type)

Daniel M. Mirvish

General Partner

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

- 1. Is any party described in 17 CFR 230,262 presently subject to any of the disqualification provisions Yes No of such rule?

 See Appendix, Column 5, for state response.
- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Bugeater Films, L.P.	200	10-10-02
Name of Signer (Print or Type)	Title (Print or Type)	
Daniel M. Mirvish	General	Partner

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3	3					5	
And the state of t	Intend to sell and aggregate offering price offered in state (Part B-Item 1)			Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors		Number of Non-Accredited Investors	Amount	Yes	No	
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